FORM D

୫୮୫ Mail Processing Section

MAY 12 2 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR**

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OMB Number:

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Estimated average burden hours per response.....16.00

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4 A A	PTION
Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
X-Card Systems, LLC Sale of Class B Units	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: Rule 505 Rule 506 Section 4(6)	O ULOE
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
X-Card Systems, LLC	08049806
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
5 Frame Avenue, Suite 102, Frazier, PA 19355	610-363-8000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
X-Card Systems, LLC, a limited liability company organized and existing under the laws of t credit card and debit card services primarily to credit unions.	he Commonwealth of Pennsylvania, provides
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed limited liabili	please specify): ty company MAY 0 6 2008
	moted TO IN S 2004 V
Actual or Estimated Date of Incorporation or Organization: 018 017 Actual Esti Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS	THOMSON REUTERS
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	PA INOMSON REUTERS
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. A notice is deemed filed with the U.S. Securities selow or, if received at that address after the date on
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by which it is due, on the date it was mailed by United States registered or certified mail to that address.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. A notice is deemed filed with the U.S. Securities selow or, if received at that address after the date on 1549.
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. A notice is deemed filed with the U.S. Securities selow or, if received at that address after the date on 1549. By signed. Any copies not manually signed must be out the name of the issuer and offering, any changes
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filing of a federal notice.

A, BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) X-Card Investors, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 5 Frame Avenue, Suite 102, Frazier, PA 19355 General and/or Beneficial Owner Check Box(es) that Apply: Promoter Executive Officer Managing Partner Full Name (Last name first, if individual) Cox, Mark Business or Residence Address (Number and Street, City, State, Zip Code) 5 Frame Avenue, Suite 102, Frazier, PA 19355 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Syrek, Rich Business or Residence Address (Number and Street, City, State, Zip Code) 740 Springdale Drive, Ste. 208, Exton, PA 19341 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gunther, Fred Business or Residence Address (Number and Street, City, State, Zip Code) 124 S. Ship Road, Exton, PA 19341 Check Box(es) that Apply: ☐ Beneficial Owner Executive Officer General and/or Promoter Director Managing Partner Full Name (Last name first, if individual) Bona, John Business or Residence Address (Number and Street, City, State, Zip Code) 15 Shetland Lane, York, PA 17406 Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Mazuma Credit Union Business or Residence Address (Number and Street, City, State, Zip Code) 9300 Troost Avenue, Kansas City, MO 64131 Check Box(es) that Apply: Executive Officer Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Credit Acquisition Resource Systems, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 6061 IH 10, San Antonio, TX 78201

				B. II	NFORMATI	ON ABOU	T OFFERI	NG				
1. Has the	issuer sold	, or does th									Yes	No X
					Appendix,		_				100 ء	00.000,
2. What is	the minim	um investm	ent that w	ill be acce	pted from a	iny individ	ua1?		·····		Yes	No
3. Does the offering permit joint ownership of a single unit?											K	
commis If a pers or state:	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of sucl a broker or dealer, you may set forth the information for that broker or dealer only.											
Fuli Name (Last name i	first, if indi	vidual)									
Business or	Residence	Address (N	umber and	l Street, Ci	ity, State, Z	ip Code)	· · ·				•	
Name of As	sociated Br	oker or Dea	ıler							-		
States in WI	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				-	•	
(Check	"All States	or check	individual	States)	••••••		***************************************		•••••••		☐ Al	l States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full Name (Last name	first, if indi	vidual)									
Business or	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)		_				
Name of As	sociated Br	oker or De	aler									
States in W	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						·
(Check	"All States	or check	individual	States)							☐ AI	I States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NII TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full Name (Last name	first, if ind	ividual)									
Business of	Residence	Address (1	Number an	d Street, C	City, State,	Zip Code)						
Name of As	sociated Br	oker or De	aler									
States in W	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		<u> </u>				
(Check	"All States	s" or check	individua	l States)		·····	·····	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			☐ Al	1 States
AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt		\$
	Equity	6,000,000.00	\$_6,000,000.00
	Common Preferred		
	Convertible Securities (including warrants)	<u> </u>	\$
	Partnership Interests	<u> </u>	\$
	Other (Specify)		
	Total	6,000,000.00	\$_6,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number	Dollar Amount of Purchases
		Investors	\$ 1,900,000.00
	Accredited Investors		*
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$
	Regulation A	N/A	s
	Rule 504	N/A	s
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		<u>\$</u> 0.00
	Legal Fees		\$_100,000.00
	Accounting Fees	_	\$ 20,000.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)	_	\$ 0.00
	Other Expenses (identify)	-	\$ 0.00

	and total expenses furnished in response to	egate offering price given in response to Part C — Que Part C — Question 4.a. This difference is the "adjuste	ed gross	\$	
5.	each of the purposes shown. If the amo	d gross proceed to the issuer used or proposed to be to bunt for any purpose is not known, furnish an estim The total of the payments listed must equal the adjusted hase to Part C — Question 4.b above.	ate and		
			Payments to Officers, Directors, & Affiliates		
	Salaries and fees		S	D\$	
	Purchase of real estate		S	□\$	
	Purchase, rental or leasing and installat and equipment	ion of machinery	\$	\$	
		gs and facilities			
	offering that may be used in exchange f	ing the value of securities involved in this or the assets or securities of another		\$	
	Repayment of indebtedness		S	🗆 \$	
	Working capital		\$_5,800,000	0.0C	
	Other (specify):		🗆 \$	□\$	
			 	D\$	
	Column Totals		<u>\$ 5,800,00</u>	0.00 _ \$_0.00	
	Total Payments Listed (column totals a	\	. \$\sqrt{5,800,000.00}		
Γ		D. FEDERAL SIGNATURE	-		
sig	nature constitutes an undertaking by the is	gned by the undersigned duly authorized person. If the ssuer to furnish to the U.S. Securities and Exchange by non-accredited investor pursuant to paragraph (b	Commission, upon wr	Rule 505, the followin itten request of its staf	
Iss	uer (Print or Type)	Signature	Date	1.	
X	-Card Systems, LLC	TOM	4/24	108	
Na	ame of Signer (Print or Type)	Title of Signer (Print or Type)			
Ric	ch Syrek	Chief Financial Officer			

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
I.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No X

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date / /	
X-Card Systems, LLC	The	4/24/08	
Name (Print or Type)	Title (Print or Type)		
Rich Syrek	Chief Financial Officer		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 1 2 3 4 Disqualification under State ULOE Type of security and aggregate (if yes, attach Intend to sell to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State waiver granted) investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Accredited Non-Accredited Investors Yes No State Yes No Investors Amount Amount ΑL X ΑK X ΑZ X AR $\mathbf{C}\mathbf{A}$ CO CT X X DE DC X X FL × GA НІ X ID × IL × IN x IA X Class B Units for \$6,000,000.00 \$0.00 1 x KS × \$100,000.00 0 KY X LA X ME X MD X X MA Class B Units for \$8,000,000.00 ΜI 1 \$100,000.00 0 \$0.00 x x MN × MS x

4 2 3 1 Disqualification under State ULOE Type of security (if yes, attach Intend to sell and aggregate offering price Type of investor and explanation of to non-accredited amount purchased in State waiver granted) offered in state investors in State (Part C-Item 2) (Part E-Item 1) (Part B-Item 1) (Part C-Item 1) Number of Number of Non-Accredited Accredited Yes No Yes No Investors Amount Investors **Amount** State Class B Units for \$6,000,000.00 \$500,000.00 0 \$0.00 X 1 MO MT NE × Class B Units for \$6,000,000.00 NV 1 \$0.00 × X 0 \$100,000.00 NH X NJ NM X X NY NC x X ND X OH QK × Class B Units for \$6,000,000.00 × 0 OR 2 \$200,000.00 \$0.00 × Class B Units for \$6,000,000.00 PA 6 \$600,000.00 0 \$0.00 × × RI × SC X SD X TN X Class B Units for \$6,000,000.00 2 \$0.00 TX0 \$300,000.00 × X UT X VT X VA X WA X wv × WI X

APPENDIX

	APPENDIX										
1		2	3		5 Disqualification						
	to non-a	I to sell accredited is in State I-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				ate ULOE, attach ation of granted)		
State	Yes	· No		Number of Accredited Investors	Accredited Non-Accredited				No		
WY		×									
PR		×									

